UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

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check if this is an amendment and name has changed, and indicate change.) Senior Secured Post Petition Notes Filing Under (Check box(es) that apply): ☐ Rule 504 X Rule 506 ☐ Rule 505 Type of Filing: X New Filing ☐ Amendment

ULOE

A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) PTPC Corrugated Company and Crown Packaging Properties LTD

(umber (Including Area Code) √\$85**-**3170

WA 98368 100 Mill Road, Port Townsend,

Address of Principal Business Operations (if different from Executive Offices)

(Number and Street, City, State, Zip Code)

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

Address of Executive Offices

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ype of Business Organization	
☒ corporation	☐ limited partnership, already formed
☐ business trust	limited partnership, to be formed

other (please specify):

PINANCIAL

*Actual or Estimated Date of Incorporation or Organization:

Year

X Actual

Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;

CN for Canada; FN for other foreign jurisdiction)

Month

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 8

*PTPC Corrugated Company 3/5/2001 (Canada) Crown Packaging Properties LTD 8/27/1992 (Canada)

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Promoter Beneficial Owner X Executive Officer □ Director ☐ General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Begley, John Business or Residence Address (Number and Street, City, State, Zip Code) 100 Mill Road, Port Townsend, WA 98368 Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

				В.	INFORMA	TION ABO	OUT OFFER	RING				
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.									Yes	No [X]		
2. What	is the min	imum inve	stment that	will be ac	cepted from	n any indiv	/idual?				\$ 10,000.00	
Does the offering permit joint ownership of a single unit?									Yes	No X		
comn offeri and/c	nission or s ing. If a pe or with a sta	similar remerson to be ate or state	uneration i listed is an s, list the n	for solicitat associated ame of the	tion of pure I person or broker or o	chasers in o agent of a dealer. If m	be paid or connection broker or d nore than fir nformation	with sales of lealer regist ve (5) perso	of securitie ered with tons to be li	s in the the SEC sted are		
Full Nar	ne (Last na	ıme first, if	individual)								
	plicable								•			
Business	s or Reside	nce Addre	ss (Numbe	and Stree	t, City, Sta	te, Zip Coo	ie)					
Name of	f Associate	d Broker o	r Dealer									
			d Has Solic eck individ								🗋 Al	l States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[RI]	[NE]	[NV] [SD]	(NH) [NT]	[נא] [XT]	[NM] [UT]	[NY] {VT}	[NC] {VA}	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
	<u>plicable</u> me (Last na	ame first. i	f individua	D)							•	
	olicable			.,								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	de)					
Name o	f Associate	d Broker o	r Dealer									
			d Has Solic								— — — AI	I States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	<u>(</u> HI)	[ID]
(IL)	[iN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[[N]]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC] olicable	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last na	ame first, i	f individua	l)								
	plicable s or Reside		ss (Numbe	r and Stree	et City Sta	ite Zin Co	de)					<u> </u>
												- .
Name o	f Associate	ed Broker (or Dealer									
			d Has Solid								🗌 Al	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI] No:	[SC] t Applica	[SD] able	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \sum and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Type of Security Offering Price Sold \$19,904,400.00\$ 19,904,400.00 Debt Equity Not Applicable Common Preferred Convertible Securities (including warrants) Not Applicable Other (Specify _____) ____ Not Applicable \$ \$ Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount of Purchases Investors Accredited Investors _______26 \$19,904,400.00 Non-accredited Investors Not Applicable S Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Not Applicable Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A...... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fces.... □ \$ Printing and Engraving Costs Legal Fees **\$ 263,632.50** Accounting Fees Engineering Fees □ \$ Sales Commission (specify finders' fees separately)..... Other Expenses (identify) Fees withheld and paid by Agent, Agent Fees Accrued Interest payment, refinancing fees. X \$3,544,921.6'5

X \$3,808,554.15

Total......

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND L	SE OF PROCEEDS	
b.	Enter the difference between the aggregate offering price given in response to Part C – Q and total expenses furnished in response to Part C – Question 4.a. This difference is the "gross proceeds to the issuer."	adjusted	<u>\$16,095,84</u> 5.85
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish an and check the box to the left of the estimate. The total of the payments listed must adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.	estimate equal the	
		Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees Not Applicable		
	Purchase of real estate Not Applicable	🗆 <u>s</u>	<u> </u>
	Purchase, rental or leasing and installation of machinery and equipmentN/A	🗆 <u>s</u>	<u> </u>
	Construction or leasing of plant buildings and facilities Not Applicable	🗆 💲	<u> </u>
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	🗅 <u>\$</u>	<u> </u>
	Repayment of indebtedness	D <u>\$</u>	□ <u>\$9,791,4</u> 74.6
	Working capital		
	Other (specify): Not Applicable	🗆 <u>s</u>	<u>s</u>
	Column Totals	D <u>\$ 0.00</u>	□ <u>\$16,095,</u> 845.8
	Total Payments Listed (column totals added)	<u> </u>	16,095,845.85
	D. FEDERAL SIGNATURE		
foll	e issuer has duly caused this notice to be signed by the undersigned duly authorized person owing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities a uest of its staff, the information furnished by the issuer to any non-accredited investor pure.	nd Exchange Commissi suant to paragraph (b)(2	ion, upon written
'PC	cer (Print or Type) Corrugated Company and Packaging Properties LTD	Date 4.4.	07
	me of Signer (Print or Type) Title of Signer (Print or Type) OHN P. Begley PRESide +		
		·	

-ATTENTION---

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE			
Is any party described in 17 CFR 230.262 of such rule?	2 presently subject to any of the disqualification Not. App	n provisions plicable	Yes	No
	See Appendix, Column 5, for state response.			
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	s to furnish to any state administrator of any sta as required by state law.	ate in which this notice is fi	led, a not	ice on
The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state administrators, upon	written request, informatio	n furnish	ed by the
Limited Offering Exemption (ULOE) of	e issuer is familiar with the conditions that mus the state in which this notice is filed and under lishing that these conditions have been satisfied	stands that the issuer claim		
The issuer has read this notification and knoundersigned duly authorized person.	ows the contents to be true and has duly cause	d this notice to be signed o	on its beh	alf by the
lssuer(Print or Type) TPC Corrugated Company and rown Packaging Properties LTD	Signature	Date 4.6.	07	
Name (Print or Type)	Title (Print or Type)		·	
JOHN P. Begien	Title (Print or Type) PRESIDENT			- <u>-</u> .

instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-ac investors (Part B-	to sell ccredited s in State	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL			Not Appliantle	111103013	Timount	mvestors	, initiality		
AK			Not Applicable Not Applicable		-				
AZ	. 0		Not_Applicable			-			
AR			Not Applicable						
CA		K)		1	\$205,200.00				
со			Not Applicable						
СТ		⊠		2	\$2,747,944.09	•			
DE			Not Applicable						
DC	0		Not Applicable						
FL			Not Applicable						
GA			Not Applicable						
НІ			Not Applicable						
ID			Not Applicable						
IL			Not Applicable						
IN		₩.		1	\$213,750.00				
IA			Not Applicable						
KS			Not Applicable						
KY			Not Applicable						
LA			Not Applicable						
ME			Not Applicable						
MD			Not Applicable						
МА			Not Applicable						
MI			Not Applicable						
MN			Not Applicable						
MS			Not Applicable						
МО			Not Applicable						
МТ			Not Applicable						
NE			Not Applicable						

APPENDIX

1	2	!	Type of security			4		Disquali under Sta	ification	
	Intend		and aggregate		Turner Simulation and			(if yes, attach		
	to non-ac		offering price offered in state	•	Type of investor and amount purchased in State			explanation of waiver granted)		
	(Part B-	ltem 1)	(Part C-Item 1)			C-Item 2)			(Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
NV			Not Applicable	· -			<u> </u>		0	
NH			Not Applicable							
NJ			Not Applicable						0	
NM			Not Applicable							
NY		X		11	\$14,830,855.	91				
NC			Not Applicable							
ND			Not Applicable			_				
ОН			Not Applicable							
ОК			Not Applicable							
OR			Not Applicable							
PA		W		12	\$1,906,650.0	00	<u> </u>		0	
RI			Not Applicable							
SC			Not Applicable		<u></u>					
SD			Not Applicable	-						
TN			Not Applicable							
TX			Not Applicable							
UT			Not Applicable							
VT			Not Applicable		<u> </u>					
VA		0	Not Applicable	ļ						
WA			Not Applicable							
wv			Not Applicable							
WI			Not Applicable							
WY			Not Applicable							
PR			Not Applicable							

